

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Groos Thomas T. <small>(Last) (First) (Middle)</small> IONIA ST. SW, STE. 505 <small>(Street)</small> GRAND RAPIDS, MI 49503 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol SHOTSPOTTER, INC [SSTI] 3. Date of Earliest Transaction (Month/Day/Year) 11/16/2018 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/16/2018		S		12,000	D	\$ 31.5 <u>(1)</u>	50,515	I	By Trust <u>(2)</u>
Common Stock	11/16/2018		S		35,000	D	\$ 31.9096 <u>(3)</u>	483,376	I	By Limited Liability Company <u>(4)</u>
Common Stock	11/16/2018		S		15,000	D	\$ 33.08 <u>(5)</u>	468,376	I	By Limited Liability Company <u>(4)</u>
Common Stock	11/19/2018		S		13,100	D	\$ 31.3 <u>(6)</u>	455,276	I	By Limited Liability Company <u>(4)</u>
Common Stock	11/19/2018		S		5,623	D	\$ 32.575 <u>(7)</u>	449,653	I	By Limited Liability Company <u>(4)</u>
Common Stock	11/19/2018		S		11,277	D	\$ 33.13 <u>(8)</u>	438,376	I	By Limited Liability Company <u>(4)</u>
Common Stock	11/20/2018		S		10,000	D	\$ 32.6889 <u>(9)</u>	428,376	I	By Limited Liability Company <u>(4)</u>
Common Stock	11/20/2018		S		10,000	D	\$ 34.468 <u>(10)</u>	418,376	I	By Limited Liability Company <u>(4)</u>
Common Stock								13,431 <u>(11)</u>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date	3A. Deemed Execution Date, if	4. Transaction	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Number of Derivative	10. Ownership	11. Nature of Indirect
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Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year)	any (Month/Day/Year)	Code (Instr. 8)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
								Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Groos Thomas T. IONIA ST. SW, STE. 505 GRAND RAPIDS, MI 49503	X			

Signatures

Thomas T. Groos, by /s/ Ron A. Metzger, Attorney-in-Fact		11/20/2018
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The shares were sold at prices between \$31.46 and \$32.2301 The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) Shares held directly by The Thomas T. Groos Revocable Trust, over which Thomas T. Groos holds voting and dispositive power.
- (3) The shares were sold at prices between \$32.06 and \$33.06 The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) Shares held directly by RT Groos, LLC, over which Thomas T. Groos holds voting and dispositive power.
- (5) The shares were sold at prices between \$33.072 and \$33.45 The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (6) The shares were sold at prices between \$31.00 and \$31.99 The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (7) The shares were sold at prices between \$32.10 and \$33.10 The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (8) The shares were sold at prices between \$33.11 and \$33.40 The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (9) The shares were sold at prices between \$32.29 and \$33.29 The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (10) The shares were sold at prices between \$34.01 and \$35.00 The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
Includes 3,295 Restricted Stock Units ("RSUs"). All of the RSUs subject to this Award will vest upon the earlier of May 29, 2019 and the Company's next annual meeting of stockholders. In addition, all such RSUs will vest upon a Change in Control (as defined in the Plan) or immediately prior to the effectiveness of the
- (11) Participant's resignation or removal (and contingent upon the effectiveness of a Change in Control) in the event that the Participant is required to resign his position as a member of the Board of Directors as a condition of the Change in Control or is removed from his position as a member of the Board of Directors in connection with the Change in Control. Notwithstanding the foregoing, vesting shall terminate upon the Participant's termination of Continuous Service.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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